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U.S. DISTRICT COURT
DISTRICT OF MINNESOTA

**IN THE UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF MINNESOTA
SIXTH DIVISION**

ARVIG ENTERPRISES, INC.,

Plaintiff,

v.

GEORGE K. BAUM & COMPANY, GEORGE
K. BAUM ADVISORS LLC, GEORGE K. BAUM
HOLDINGS, INC., AND TRACY SMITH,

Defendants.

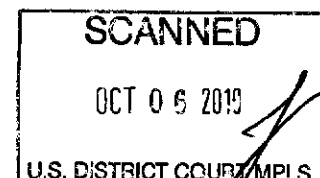
Case No. 10 CV 4148

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NOTICE OF REMOVAL

Under 28 U.S.C. §§ 1332, 1441 and 1446, Defendants George K. Baum & Company, George K. Baum Advisors LLC, George K. Baum Holdings, Inc. and Tracy Smith ("GKB Defendants"), remove the above-styled action to the United States District Court for the District of Minnesota. As grounds for removal, GKB Defendants state that there is complete diversity between the parties and the amount in controversy exceeds \$75,000, and in support more particularly state as follows:

1. On September 15, 2010, Plaintiff Arvig Enterprises, Inc. ("Arvig") served a Summons and Complaint for a case in the Seventh Judicial District Court of Otter Tail County, Minnesota. The Complaint and all papers filed in this case are attached collectively as Exhibit A.



2. Arvig alleges GKB Defendants violated the Minnesota Securities Act and made negligent misrepresentations in connection with an investment offering in Crossroads Wireless, Inc. ("Crossroads"). Complaint, ¶¶ 7, 25, 28.

3. Arvig alleges that its has been damaged by loss of its entire investment in Crossroads. See Id. at ¶ 30.

4. Arvig alleges that it executed and delivered to Crossroads a Stockholder and Subscription Agreements and paid to Crossroads \$3,250,000.00 for Series A and Series B stock. See Id. at ¶ 19.

5. Under 28 U.S.C. § 1441, Congress granted defendants the statutory right to remove a case from a state court to a United States District Court where the case could have originally been filed.

6. As set forth more fully below, removal is proper in this case as this District Court has original jurisdiction over this action under 28 U.S.C. § 1332. The amount in controversy, exclusive of interest and costs, exceeds \$75,000, and there is complete diversity of citizenship between the parties.

I. REMOVAL IS PROPER BECAUSE THIS COURT HAS SUBJECT MATTER JURISDICTION PURSUANT TO 28 U.S.C. §§ 1332 and 1441.

A. Amount In Controversy

7. There can be no dispute that the amount in controversy in this case exceeds the jurisdictional minimum of \$75,000, exclusive of costs and interest, as required by 28 U.S.C. § 1332(a).

8. Arvig claims that it has been damaged by the loss of its entire investment in the amount of \$3,250,000.00. Thus, the jurisdictional minimum required for removal under 28 U.S.C. § 1332 is easily satisfied.

B. Diversity Of Citizenship

9. Arvig alleges that it is a Minnesota corporation with its registered office located at 160 2nd Avenue Southwest, Perham, Minnesota. Complaint, ¶ 1.¹

10. George K. Baum & Company is and was at the time Plaintiff commenced the State Court Action a citizen of a state other than Minnesota. See id. at ¶ 3. George K. Baum & Company is a corporation organized under the laws of the State of Missouri with its principal place of business located in Kansas City, Missouri.

11. George K. Baum Advisors LLC is and was at the time Plaintiff commenced the State Court Action a citizen of a state other than Minnesota. See id. at ¶ 2. George K. Baum Advisors LLC is a limited liability company organized under the laws of the State of Missouri and that its principal place of business is located in Kansas City, Missouri.

12. George K. Baum Holdings, Inc. is and was at the time Plaintiff commenced the State Court Action a citizen of a state other than Minnesota. See id. at ¶ 4. George K. Baum Holdings, Inc. is a corporation organized under the laws of the State of Delaware with its principal place of business located in Kansas City, Missouri.

¹ Pursuant to 28 U.S.C. § 1332 (c)(1) , a corporation is deemed to be a citizen of the state in which it has been incorporated and the state where it has its principal place of business.

13. Tracy Smith is and was at the time Plaintiff commenced the State Court Action a citizen of a state other than Minnesota. See id. at ¶ 5. Tracy Smith is an individual residing in the State of Kansas.

14. Accordingly, there is complete diversity of citizenship between the parties. See 28 U.S.C. § 1332.

C. Venue

15. The United States District Court for the District of Minnesota, Sixth Division, is the federal judicial district and division embracing the District Court for the County of Otter Tail in the State of Minnesota, where the State Court Action was pending. 28 U.S.C. § 103. Therefore, venue is proper in this Court under 28 U.S.C. § 1441(a).

II. GKB DEFENDANTS HAVE SATISFIED THE PROCEDURAL REQUIREMENTS FOR REMOVAL.

16. Pursuant to 28 U.S.C. § 1446(b), this Notice of Removal is filed within thirty days after the receipt by the first defendant on September 15, 2010, through service or otherwise, of a copy of the initial pleading, and it is, therefore, timely.

17. GKB Defendants have contemporaneously filed a copy of this Notice of Removal with the Clerk of the District Court for the County of Otter Tail in the State of Minnesota and served a copy on all counsel of record. A copy of that Notice is attached hereto as Exhibit B. See 28 U.S.C. § 1446(d).

WHEREFORE, Defendants George K. Baum & Company, George K. Baum Advisors LLC, George K. Baum Holdings, Inc. and Tracy Smith submit that this action

is now properly removed from the District Court for the County of Otter Tail in the State of Minnesota and is properly before this District Court and that all further actions should take place before this Court.

Respectfully submitted,

FLYNN GASKINS BENNETT, LLP

Dated: October 5, 2010

/s/ Steve W. Gaskins

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